

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE	:	
COMMISSION,	:	
	:	
Plaintiff,	:	
	:	
-against-	:	Case No. 1:24-cv-04806 (KPF)
	:	
JOHN BRDA,	:	
GEORGIOS PALIKARAS,	:	
	:	
Defendants.	:	
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DECLARATION OF JOHN BRDA

1. My name is John Brda. I am over twenty-one (21) years of age, fully competent to testify, and the facts set forth herein are true, correct, and based on my personal knowledge. I make this unsworn declaration pursuant to 28 U.S.C. § 1746.

2. I currently reside in St. Louis, Missouri. I frequently travel to Texas for business purposes in the ordinary course.

3. Torchlight Energy Resources, Inc (“Torchlight”) was incorporated in the State of Texas; Torchlight was headquartered in Plano, Texas; Torchlight’s principal place of business was Texas. Torchlight never had any offices in New York, nor does it rent any real estate or otherwise maintain any physical presence in New York.

4. In 2010, I co-founded Torchlight in Plano, Texas, where I served as President, Chief Executive Officer, and Director until the completion of the business combination with Metamaterials, Inc. (“Meta I”) in June 2021. After the merger, I was a consultant for the combined entity, Meta Materials Inc. (“Meta II”), through late 2022.

5. Prior to the merger, Torchlight focused on identifying and purchasing oil and gas assets that it believed were ripe for further development, primarily in Texas. Torchlight planned to eventually sell those assets to large and established multinational oil and gas companies. In my role as CEO of Torchlight, I was responsible for long-term strategic management and financing. The former chairman of the Torchlight board of directors' lives in Texas, as do other former members of the Torchlight board.

6. The actions alleged by the SEC involve entities and persons with substantial connections to Texas. The information contained in Torchlight's public filings resulted from virtual and in-person meetings held at Torchlight's headquarters in Plano, Texas. This includes but is not limited to: (1) Torchlights' February 4, 2021 preliminary proxy statement;¹ (2) Torchlight's March 23, 2021 preliminary proxy statement;² (3) Torchlight's April 21, 2021 preliminary proxy statement;³ (4) Torchlight's May 7, 2021 definitive proxy statement;⁴ (5) Torchlight's 2019 Form 10-K;⁵ (6) Torchlight's 2020 Form 10-K;⁶ (7) Torchlight's September 23, 2020 Form 8-K (attached as Exhibit G); (8) Torchlight's December 14, 2020 Form 8-K;⁷ (9) Torchlight's April 15, 2021 Form 8-K;⁸ (10) Torchlight's May 4, 2021 Form 8-K;⁹ and (11) Torchlight's June 16, 2021 Form 8-K.¹⁰

¹ <https://www.sec.gov/Archives/edgar/data/1431959/000119312521027524/d117540dprem14a.htm>.

² <https://www.sec.gov/Archives/edgar/data/1431959/000119312521090024/d117540dprer14a.htm>.

³ <https://www.sec.gov/Archives/edgar/data/1431959/000119312521124753/d117540dprer14a.htm>.

⁴ <https://www.sec.gov/Archives/edgar/data/1431959/000119312521154788/d117540ddefm14a.htm>.

⁵ <https://www.sec.gov/Archives/edgar/data/1431959/000165495419002906/form-10k.htm>.

⁶ <https://www.sec.gov/Archives/edgar/data/1431959/000119983520000026/form-10k.htm>.

⁷ <https://www.sec.gov/ix?doc=/Archives/edgar/data/0001431959/000119983520000329/form-8k.htm>.

⁸ <https://www.sec.gov/ix?doc=/Archives/edgar/data/0001431959/000119983521000195/form-8k.htm>.

⁹ <https://www.sec.gov/ix?doc=/Archives/edgar/data/0001431959/000119983521000251/form-8k.htm>.

¹⁰ <https://www.sec.gov/ix?doc=/Archives/edgar/data/0001431959/000119983521000381/form-8k.htm>.

7. Torchlight's electronically stored records were located on servers and emails in Texas. Torchlight's employees are Texas residents. None were located in New York.

8. As a part of the SEC's investigation, I produced documents to the SEC that were collected in, and electronically transmitted from, Texas.


9. The SEC attorneys that conducted the investigation, sent subpoenas, and took my testimony were all located in Texas and worked out of the Ft. Worth Regional Office.

10. The attorneys I engaged to defend me in this litigation are based in Texas.

11. Attending trial and any hearing in New York would be a burden on me and for my family, as it would require me to pay for multiple airline flights between Missouri and New York, and to pay for a hotel room in New York as well as spending extra time travelling. Depending on how long the trial takes, this could add up to thousands of dollars in expenses that I would not have to occur if this case were heard in Texas.

I declare (or certify, verify, or state) under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 8, 2024.



JOHN BRDA